



METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED

# PREVENTION OF CONFLICTS OF INTEREST POLICY



## PRINCIPLE

The Company is committed to conducting business with integrity and fairness under good corporate governance and the announcement of the Stock Exchange of Thailand. Therefore, to avoid situations that may cause conflicts of interest between personnel and the Company, the Company has established a conflict of interest prevention policy to establish guidelines to directors and executives and its subsidiaries from committing any act that may cause a conflict of interest with the Company or its subsidiaries or from using material inside information of the Company that has not been disclosed to the public for personal benefit or others. Furthermore, the Company's directors and executives are required to notify the Company of their relationships or interests that may cause conflicts of interest with the Company.

## DEFENITION

**The Company** means Metro Systems Corporation Public Company Limited

**Subsidiaries** means Metro Connect Company Limited and Metro Professional Products Company Limited

**Conflict of Interest** means situation or action in which an employee has personal interests significant enough to influence their decision-making in carrying out their job responsibilities, leading to benefits for themselves or related persons rather than prioritizing the best interests of the Company.

**Related Party Transaction** means transaction between the Company or its subsidiaries and a person related to the Company.

## GUIDELINES FOR PREVENTION OF CONFLICTS OF INTEREST

1. Directors and executives of the Company and its subsidiaries must notify the Company of their relationships or interests in the related party transactions or connected transactions that may cause a conflict of interest with the Company and must not participate in the consideration and approval of such connected transactions.
2. The Company and its subsidiaries should avoid transactions related to the directors, executives, or related persons who may cause a conflict of interest with the Company. Except for cases where the Company needs to make transactions, it must present them to the Audit Committee before submitting them to the Board of Directors and/or the shareholders' meeting for approval, which must be considered as the case may be as prescribed by law.
3. All directors, executives, and employees of the Company and its subsidiaries must comply with the Company's Articles of Association, the code of business conduct, policies, and

regulations related to the prevention of conflicts of interest of the Company to ensure that the Company is trusted by all stakeholders.

4. All directors, executives, and employees of the Company and its subsidiaries should refrain from taking any action that is self-serving or may result in a conflict of interest with the Company or its subsidiaries, including using the Company's or its subsidiaries inside information for their own or others' benefit, regardless of whether the Company or its subsidiaries suffer any damages.
5. Directors, executives, and related departments must supervise the Company to disclose information on related party transactions or transactions that may have a conflict of interest under the criteria set by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand. Such information must be given in Form 56-1 One Report, the annual report, or any other report. The information on related party transactions must also be disclosed to the SET in accordance with the rules of the Stock Exchange of Thailand, as well as related party transactions to the Company according to accounting standards.

## **GUIDELINES FOR USE OF INSIDE INFORMATION FOR EXPLOITATION**

1. Directors and related persons are prohibited from using the Company's material inside information, which has not been publicly disclosed for their benefit or others, including trading in the Company's securities. Directors who know the Company's inside information are prohibited from trading in the Company's securities during the period of one month before the disclosure of the financial statements to the public. However, the relevant parties must inform the directors and executives of the time when they should refrain from trading such securities.
2. Directors and related persons of the Company or its subsidiaries are prohibited from using confidential information of customers for their benefit unless it is information that must be disclosed as required by law.
3. Directors, executives, and related persons must supervise the Company and its subsidiaries to use and retain important information carefully. Any disclosure of information must be authorized by the management of that entity. In the event that a third party engages in ad hoc work on information that has not been disclosed to the public and is under negotiation that falls under the category of inside information retention that may affect the movement of the Company's securities price, such persons must enter into a confidentiality agreement until the information is disclosed to the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

4. Directors, executive position holders, and auditors of the Company are required to prepare and report changes in securities holdings of themselves, spouses, or persons living together as husband and wife, and minor children, to the Company Secretary within 30 working days after assuming office. In addition, directors and senior executives must notify the Company of the purchase or sale of securities every time at least one day in advance before trading to the Board of Directors or persons designated by the Board of Directors, and the said securities trading must be reported to the Office of the Securities and Exchange Commission within three business days, as well as strictly complying with the Securities and Exchange Act B.E. 2559 (2016).

## REVIEW OF THE POLICY

The Company will regularly review the prevention of conflicts of interest policy to ensure that it remains aligned with and complies with legal requirements and regulations.

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This Prevention of Conflicts of Interest Policy has been approved by  
the Company's Board of Directors